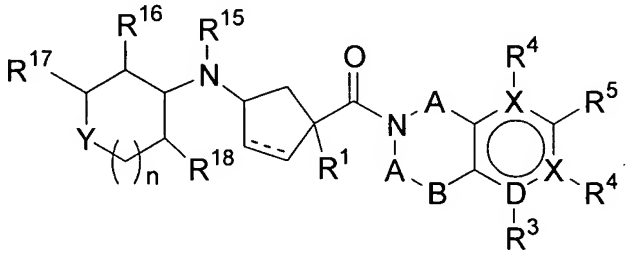
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of formula I:



I

wherein:
A, B, X, and D are defined as follows:

A is ~~independently selected from the group consisting of CR^8R^8-, -CO-, NR^8- and -O-~~; $-CR^8R^8-$,

where R^8 is independently selected from hydrogen, C_{1-6}alkyl, C_{0-4}alkylCOR^{11} and

where R^{11} is selected from the group consisting of hydroxy, hydrogen, C_{1-6} alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, $-CO_2H$, $-CO_2-C_{1-6}$ alkyl and trifluoromethyl;

B is ~~selected from the group consisting of CR^2R^2-, -O-, -SO-, $-SO_2-$, $-NSO_2R^{14}$-, $-NCOR^{13}$-, $-NCONR^{12}R^{12}$- and -CO-~~; -O-;

~~where R^2 is independently selected from the group consisting of hydrogen, C_{1-6}alkyl, fluoro, hydroxy, heterocycle, $-NHCOR^{13}$-, $-NHSO_2R^{14}$-, and -O-C_{1-6}alkyl,~~

X is carbon;
D is carbon;

~~where~~ R^{12} is selected from the group consisting of hydrogen, C_{1-6} alkyl, benzyl and phenyl, and C_{3-6} cycloalkyl

where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, $-CO_2H$, $-CO_2-C_{1-6}$ alkyl, and trifluoromethyl,

~~where~~ R^{13} is selected from the group consisting of hydrogen, C_{1-6} alkyl, $-O-C_{1-6}$alkyl, benzyl, phenyl and C_{3-6} cycloalkyl where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, $-CO_2H$, $-CO_2-C_{1-6}$ alkyl and trifluoromethyl,

~~where~~ R^{14} is selected from the group consisting of hydroxy, C_{1-6} alkyl, $-O-C_{1-6}$alkyl, benzyl, phenyl and C_{3-6} cycloalkyl where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, $-CO_2H$, $-CO_2-C_{1-6}$ alkyl and trifluoromethyl, ~~and~~

~~where said heterocycle is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, C_{1-3}alkoxy and trifluoromethyl;~~

~~X is carbon or nitrogen;~~

~~D is carbon, or when one of B, X and D is not CR^2R^2, carbon, and carbon, respectively, D is a carbon or nitrogen;~~

~~provided that A, B, X, and D cannot be simultaneously CR^8R^8, CR^2R^2, CR^4, and CR^3, respectively, and that D can only be nitrogen when at least one of A, B, or X is not CR^8R^8, CR^2R^2, or CR^4, respectively, where R^8, R^2, R^4, and R^3 are defined below;~~

Y is selected from the group consisting of -O-, $-NR^{12}$-, -S-, -SO-, $-SO_2$-, and $-CR^{11}R^{11}$-, $-NSO_2R^{14}$-, $-NCOR^{13}$-, $-NCONR^{12}R^{12}$-, $-CR^{11}COR^{11}$-, $-CR^{11}OCOR^{13}$- and -CO-;

R^1 is selected from the group consisting of hydrogen, -C_{1-6}alkyl, -C_{0-6}alkyl-O-C_{1-6}alkyl, -C_{0-6}alkyl-S-C_{1-6}alkyl, -(C_{0-6}alkyl)-(C_{3-7}cycloalkyl)-(C_{0-6}alkyl), hydroxy, heterocycle, -CN, -$NR^{12}R^{12}$, -$NR^{12}COR^{13}$, -$NR^{12}SO_2R^{14}$, -COR^{11}, -$CONR^{12}R^{12}$, and phenyl,

where said alkyl and said cycloalkyl are unsubstituted or substituted with 1-7 substituents where said substituents are independently selected from the group consisting of:

(a) halo,
(b) hydroxy,
(c) -O-C_{1-3}alkyl,
(d) trifluoromethyl,
(f) C_{1-3}alkyl,
(g) -O-C_{1-3}alkyl,
(h) -COR^{11},
(i) -SO_2R^{14},
(j) -$NHCOCH_3$,
(k) -$NHSO_2CH_3$,
(l) -heterocycle,
(m) =O, and
(n) -CN, and

where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR^{11}, C_{1-3}alkyl, C_{1-3}alkoxy and trifluoromethyl;

and where heterocyle is selected from the group consisting of benzoimidazolyl, benzofuranyl, benzofurazanyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthpyridinyl, oxadiazolyl, oxazolyl, oxetanyl, pyranyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, tetrahydropyranyl, tetrazolyl, tetrazolopyridyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzoimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl,

dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl, and N-oxides thereof;

R^3 is selected from the group consisting of:

(a) hydrogen,
(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(d) hydroxy,
(e) chloro,
(f) fluoro,
(g) bromo,
(h) phenyl, and
(i) ~~heterocycle and~~ heterocycle;
~~(j) nothing, O, or hydrogen, when the Z bonded to R^3 is nitrogen);~~

R^4 is selected from the group consisting of:

(a) hydrogen,
(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(d) hydroxy,
(e) chloro,
(f) fluoro,
(g) bromo,
(h) phenyl, and
(i) ~~heterocycle, and~~ heterocycle;
~~(j) nothing, O, or hydrogen, when the Z bonded to R^4 is nitrogen;~~

R^5 is selected from the group consisting of:

(a) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro and optionally substituted with hydroxyl,

(b) -O-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(c) -CO-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(d) -S-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(e) -pyridyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(f) fluoro,
(g) chloro,
(h) bromo,
(i) -C_{4-6}cycloalkyl,
(j) -O-C_{4-6}cycloalkyl,
(k) phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(l) -O-phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(m) -C_{3-6}cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(n) -O-C_{3-6}cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(o) -heterocycle,
(p) -CN and
(q) $-COR^{11}$;

R^{15} is selected from the group consisting of:

(a) hydrogen and
(b) C_{1-6}alkyl, which is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, $-CO_2H$, $-CO_2C_{1-6}$alkyl, and –O-C_{1-3}alkyl;

R^{16} is selected from the group consisting of:

(a) hydrogen,
(b) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 substituents where the substituents are chosen from the group: fluoro, C_{1-3}alkoxy, hydroxy, and $-COR^{11}$,
(c) fluoro,

(d) -O-C_{1-3}alkyl, where alkyl is unsubstituted or substituted with 1-3 fluoro, ~~and~~

(e) C_{3-6} cycloalkyl,

(f) -O-C_{3-6}cycloalkyl,

(g) hydroxy,

(h) -COR^{11} and

(i) -$OCOR^{13}$,

or R^{15} and R^{16} may be joined together via a C_{2-4}alkyl or a C_{0-2}alkyl-O-C_{1-3}alkyl chain to form a 5-7 membered ring;

R^{17} is selected from the group consisting of:

(a) hydrogen,

(b) C_{1-6}alkyl, where alkyl may be unsubstituted or substituted with 1-6 substituents where said substituents are chosen from the group: fluoro, C_{1-3}alkoxy, hydroxy, and -COR^{11},

(c) COR^{11},

(d) hydroxy, and

(e) -O-C_{1-6}alkyl, where alkyl may be unsubstituted or substituted with 1-6 substituents where said substituents are chosen from the ~~group:~~ group consisting of fluoro, C_{1-3}alkoxy, hydroxy, and -COR^{11},

or R^{16} and R^{17} are joined together by a C_{1-4}alkyl chain or a C_{0-3}alkyl-O-C_{0-3}alkyl chain to form a 3-6 membered ring;

R^{18} is selected from the group consisting of:

(a) hydrogen, ~~and~~

(b) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,

(c) fluoro,

(d) -O-C_{3-6}cycloalkyl, and

(e) -O-C_{1-3}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,

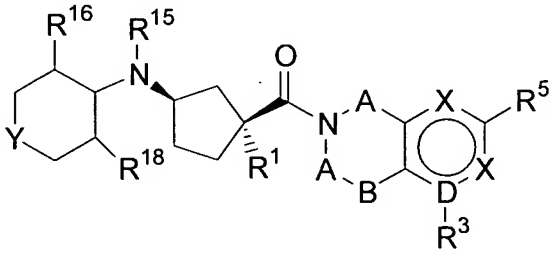
or R^{16} and R^{18} are joined together by a C_{2-3}alkyl chain to form a 5-6 membered ring, where said alkyl are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR^{11}, C_{1-3}alkyl, and C_{1-3}alkoxy,

or R^{16} and R^{18} are joined together by a C_{1-2}alkyl-O-C_{1-2}alkyl chain to form a 6-8 membered ring, where said alkyl are unsubstituted or substituted with 1-3

substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR^{11}, C_{1-3}alkyl, and
C_{1-3}alkoxy,
or R^{16} and R^{18} are joined together by a –O-C_{1-2}alkyl-O- chain to form a 6-7 membered ring, where said alkyl are unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of halo, hydroxy, -COR^{11}, C_{1-3}alkyl, and
C_{1-3}alkoxy;

n is selected from 0, 1 and 2;
the dashed line represents a single or a double bond;
and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

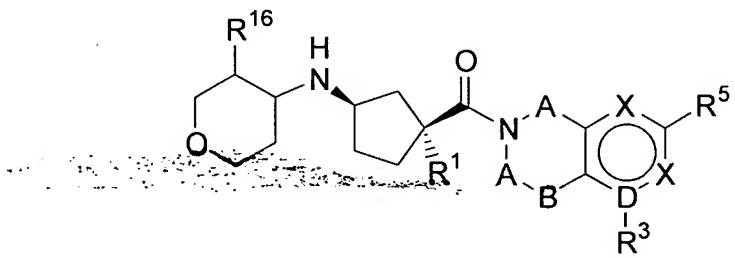
2. (original) A compound of Claim 1 of formula Ia:



Ia

wherein R^1, R^3, R^5, R^{15}, R^{16}, R^{18}, A, B, D, X, and Y are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

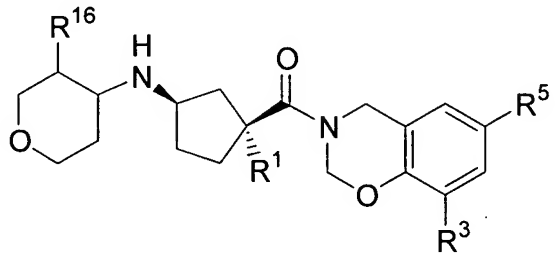
3. (original) A compound of Claim 1 of formula Ib:



Ib

wherein R^1, R^3, R^5, R^{16}, A, B, D, and X are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

4. (original) A compound of Claim 1 of formula Ic:



Ic

wherein R^1, R^3, R^5 and R^{16} are defined in Claim 1, and pharmaceutically acceptable salts and individual diastereomers thereof.

Claims 5-9 (canceled)

10. (original) A compound of Claim 1 wherein Y is selected from the group consisting of: -O-, -CH_2-, -S-, -SO-, and -SO_2-.

11. (original) A compound of Claim 1 whererin R^1 is selected from the group consisting of

(1) -$C_{1\text{-}6}$alkyl, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from the group consisting of:
   (a) halo,
   (b) hydroxy,
   (c) -O-$C_{1\text{-}3}$alkyl,
   (d) trifluoromethyl and
   (e) -COR^{11},

(2) -$C_{0\text{-}6}$alkyl-O-$C_{1\text{-}6}$alkyl-, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from the group consisting of
   (a) halo,
   (b) trifluoromethyl and

(c) $-COR^{11}$,

(3) $-(C_{3-5}cycloalkyl)-(C_{0-6}alkyl)$, which is unsubstituted or substituted with 1-7 substituents where said substituents are independently selected from the group consisting of

(a) halo,
(b) hydroxy,
(c) $-O-C_{1-3}alkyl$,
(d) trifluoromethyl and
(e) $-COR^{11}$, and

(4) phenyl or heterocycle which is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from the group consisting of

(a) halo,
(b) hydroxy,
(c) $-O-C_{1-3}alkyl$,
(d) trifluoromethyl, and
(e) $-COR^{11}$.

12. (original) A compound of Claim 11 wherein R^1 is $C_{1-6}alkyl$ which is unsubstituted or substituted with 1-5 substituents where said substituents are independently selected from the group consisting of:

(a) hydroxy, and
(b) fluoro.

13. (original) A compound of Claim 12 wherein R^1 is selected from the group consisting of:

(a) isopropyl,
(b) $-CH(OH)CH_3$, and
(c) $-CH_2CF_3$.

Claims 14-16 (canceled)

17. (currently amended) A compound of Claim 1 wherein ~~D is carbon and~~ R^3 is selected from:

(a) hydrogen
(b) halo
(c) hydroxy
(d) C_{1-3}alkyl, where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from the group consisting of fluoro, and hydroxy,
(e) $-COR^{11}$,
(f) $-CONR^{12}R^{12}$,
(g) -heterocycle,
(h) $-NR^{12}-SO_2-NR^{12}R^{12}$,
(i) $-NR^{12}-SO_2-R^{14}$,
(j) $-SO_2-NR^{12}R^{12}$,
(k) -nitro and
(l) $-NR^{12}R^{12}$.

18. (currently amended) A compound of Claim 17 ~~16~~ wherein ~~D is carbon and~~ R^3 is selected from the group consisting of:

(a) fluoro,
(b) trifluoromethyl and
(c) hydrogen.

19. (currently amended) A compound of Claim 18 wherein ~~D is carbon and~~ R^3 is

(a) fluoro or
(b) hydrogen.

20-21 (canceled)

22. (currently amended) A compound of Claim 1 ~~20~~ wherein ~~X is carbon and~~ R^4 is selected from the group consisting of:

(a) hydrogen,
(b) trifluoromethyl and

(c) halo.

23. (currently amended) A compound of Claim 22 wherein ~~X is carbon and~~ R^4 is hydrogen.

24. (original) A compound of Claim 1 wherein R^5 is selected from the group consisting of

(a) C_{1-3}alkyl substituted with 1-6 fluoro,
(b) chloro,
(c) bromo,
(d) -O-phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of: halo and trifluoromethyl,
(e) phenyl, which is unsubstituted or substituted with one or more substituents selected from the group consisting of : halo and trifluoromethyl, and
(f) -O-C_{1-3}alkyl substituted with 1-6 fluoro.

25. (original) A compound of Claim 24 wherein R^5 is selected from the group consisting of:

(a) trifluoromethyl,
(b) trifluoromethoxy,
(c) bromo, and
(d) chloro.

26. (original) A compound of Claim 25 wherein R^5 is selected from trifluoromethyl and trifluoromethoxy.

27. (original) A compound of Claim 1 wherein R^{15} is hydrogen or methyl.

28. (original) A compound of Claim 1 wherein R^{16} is selected from the group consisting of:

(a) hydrogen,
(b) C_{1-3}alkyl, which is unsubstituted or substituted with 1-6 fluoro,
(c) -O-C_{1-3}alkyl,
(d) fluoro, and
(e) hydroxy.

29. (original) A compound of Claim 28 wherein R^{16} is selected from the group consisting of:

(a) hydrogen,
(b) trifluoromethyl,
(c) methyl,
(d) methoxy,
(e) ethoxy,
(f) ethyl,
(g) fluoro, and
(h) hydroxy.

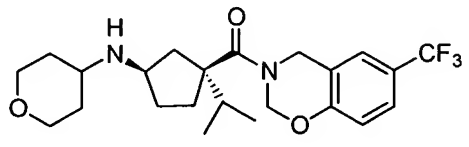
30. (original) A compound of Claim 29 wherein R^{16} is selected from the group consisting of:

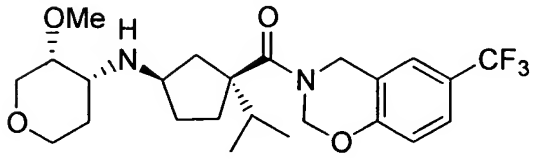
(a) hydrogen,
(b) methyl, and
(c) methoxy.

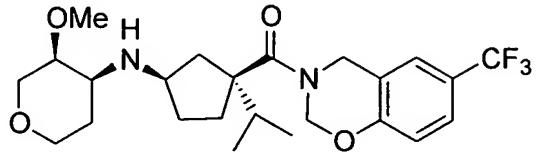
31. (original) A compound of Claim 1 wherein R^{18} is selected from the group consisting of:

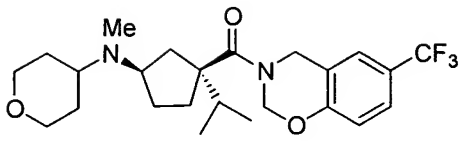
(a) hydrogen,
(b) methyl, and
(c) methoxy.

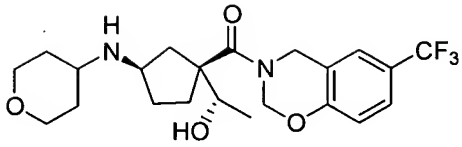
32. (currently amended) One or more compounds of Claim 1 selected from the group consisting of:

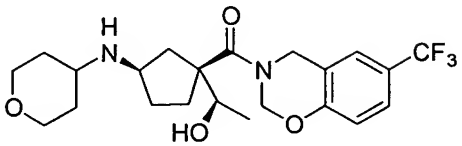


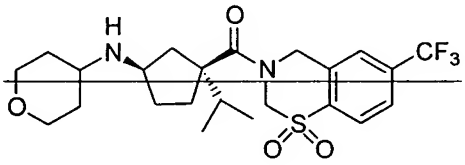


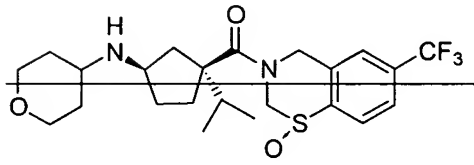


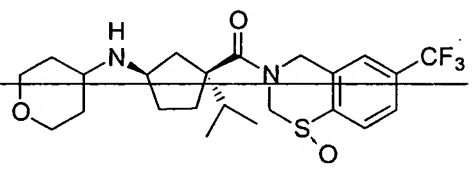


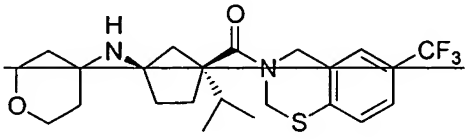


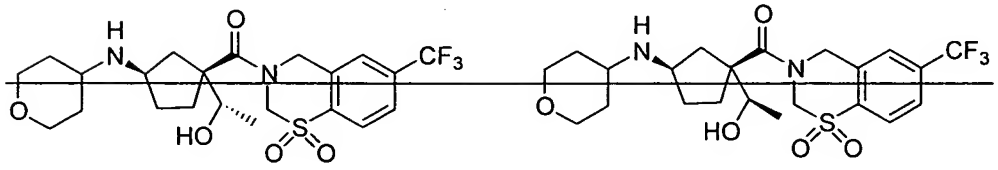


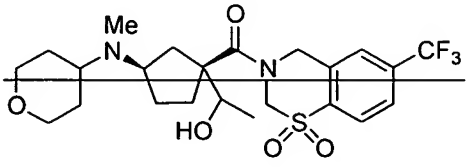


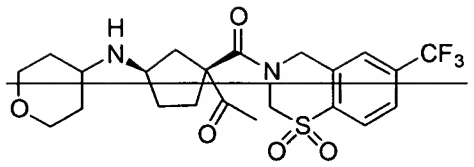


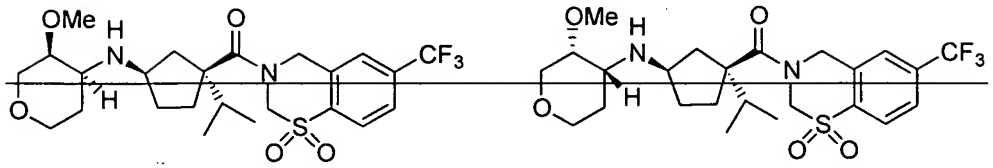


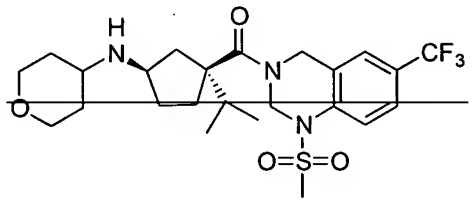


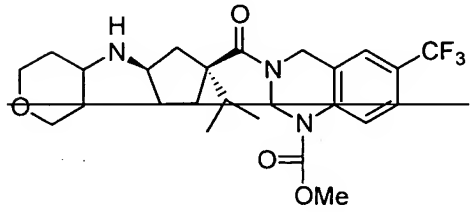


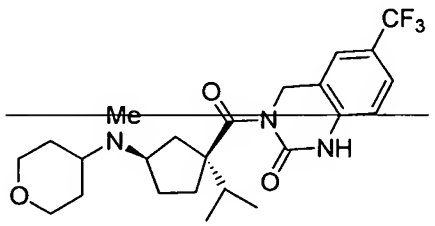


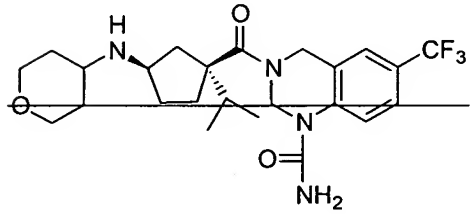


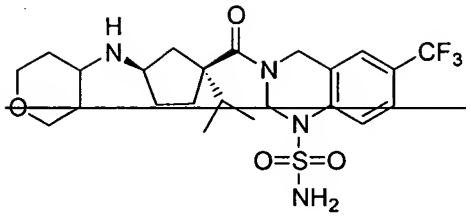


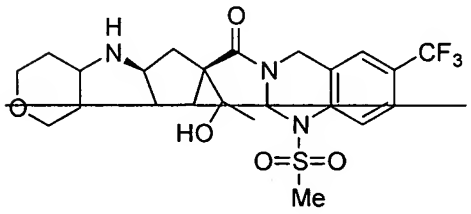


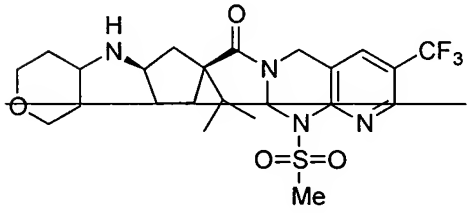


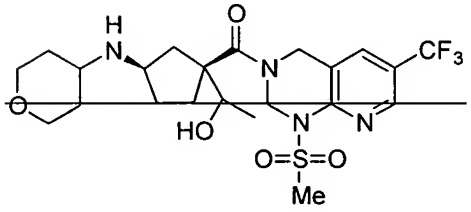












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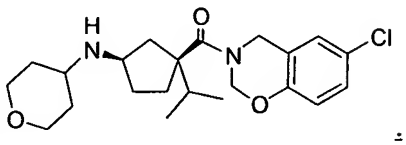

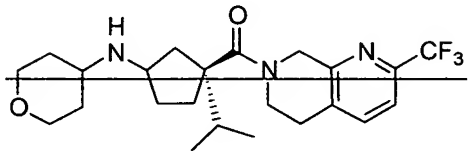

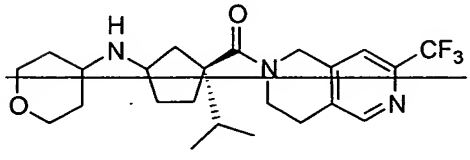

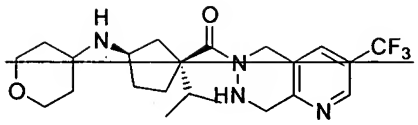

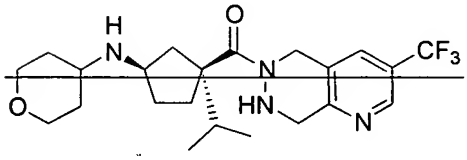

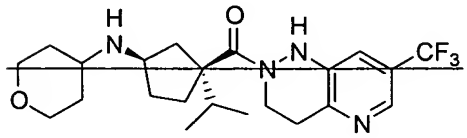

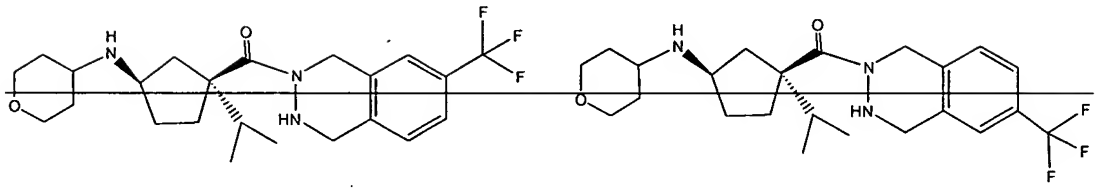

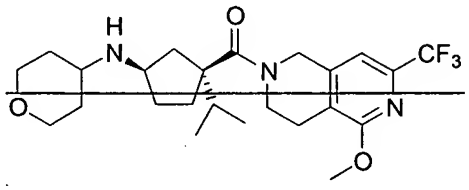

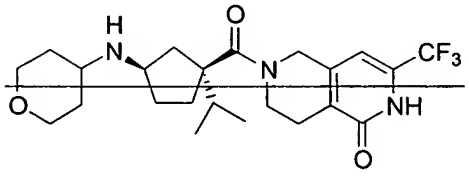

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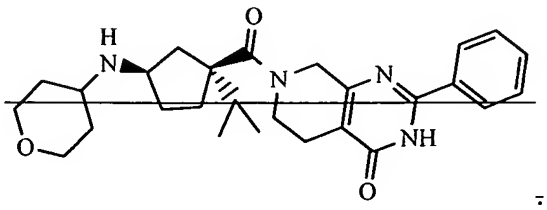

33. (original) A compound of Claim 1 wherein R^{16} and R^{18} are joined together by a $-CH_2CH_2-$ chain or a $-CH_2CH_2CH_2-$ chain to form a cyclopentyl ring or a cyclohexyl ring.

34. (original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

35. (currently amended) A method for modulation of chemokine receptor CCR-2 activity ~~in a mammal~~ *in vitro* which comprises the administration of an effective amount of the compound of Claim 1.

36. (currently amended) A method for ~~treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease~~ treating atherosclerosis which comprises the administration to a patient of an effective amount of the compound of Claim 1.

37. (original) A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of the compound of Claim 1.